

RECORDATION NO. 20036 FILED C

SEP 4 '98

10-55 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 20036.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Counterpart - Better

Mr. Vernon A. Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

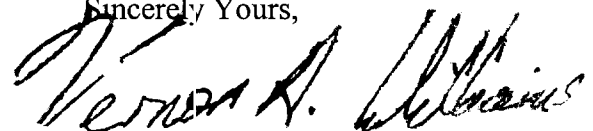
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM , and
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C

Sincerely Yours,



Vernon A. Williams

Enclosure(s)(32)

832.00

\$_____ The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.



STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation
(hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto
(hereinafter called the "Security Agreement"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Secured Party"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of
railroad equipment.

Evidence of the Security Agreement has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of
Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as
indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of
Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same
with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States
Code to show for the public record both such reporting marks, and to preserve the protection of
the rights afforded to the Secured Party in the Subject Equipment by said section 11301, when, if,
as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. M. Soder

SCHEDULE A

Item 1, Security Agreement:

dated as of April 30, 1996

Item 2, Secured Party:

Wilmington Trust Company
Rodney Square North, 1100 N. Market Street
Wilmington, DE 19890

Item 3, date of recordation of Security Agreement:

April 30, 1996

Item 4, recordation number of Security Agreement:

20036

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5629
CR 5638
CR 5640
CR 5641
CR 5643
CR 5644

**New Reporting
Marks and Identifying
Numbers**

PRR 6750
PRR 6753
PRR 6754
PRR 6755
PRR 6756
PRR 6757

**Original Reporting
Marks and Identifying
Numbers**

CR 5646
CR 5648
CR 5650
CR 5651
CR 5653

**New Reporting
Marks and Identifying
Numbers**

PRR 6758
PRR 6759
PRR 6760
PRR 6761
PRR 6762

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5628
CR 5637
CR 5639
CR 5642
CR 5645

**New Reporting
Marks and Identifying
Numbers**

NYC 8742
NYC 8748
NYC 8749
NYC 8750
NYC 8751

**Original Reporting
Marks and Identifying
Numbers**

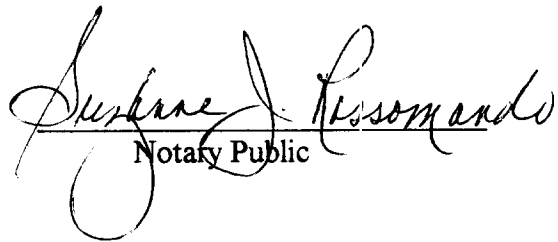
CR 5647
CR 5649
CR 5652
CR 5654

**New Reporting
Marks and Identifying
Numbers**

NYC 8752
NYC 8753
NYC 8754
NYC 8755

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999
